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# CONSTITUTION

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## **MALAYSIAN INSTITUTE OF HUMAN RESOURCE MANAGEMENT**

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## CODE OF ETHICS

Each member of the Malaysian Institute Human Resource Management shall as a condition of membership recognize his personal responsibility to uphold and enhance the profession to the best of his ability by adhering to the following objectives:

**Strive** to create an environment of recognition and support of human value in the work place.

**Seek** at all times in the practice of his profession to ensure the highest standards of competence.

**Work** collectively with other members in preserving the dignity of the profession and promoting professionalism in all aspects of human resource management.

**Observe** corporate codes of ethics and behaviour in order to enhance respect for the profession.

**Ensure** to his utmost that he never places himself in position where a conflict of interest exists between his duty himself of his employer and the institute.

**Refrain** from disclosing any confidential information without his employer's knowledge (except where required by law) nor knowingly disclose information that is intended to mislead or causes injury to another in the profession.

**Refrain** from using his official to secure privileges or benefits for himself or his employer.

**Be** subjected to disciplinary action as it deemed fit by the council or by a body appointed for his purpose, should he be found to be in breach of the Institute's Code of Ethics.

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# **CONSTITUTION**

## **MALAYSIAN INSTITUTE OF HUMAN RESOURCE MANAGEMENT**

### **ARTICLE I – NAME AND REGISTERED OFFICE**

#### **1. NAME**

This Institute shall be called “INSTITUT PENGURUSAN SUMBER MANUSIA MALAYSIA” (Malaysian Institute of Human Resource Management), hereinafter referred to as “the Institute”) or MIHRM for short.

#### **2. REGISTERED PLACE OF BUSINESS**

The registered office of the Institute shall be at K2, Upper Ground Floor, Bangunan Khas, Jalan 8/1E, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at such other place or places as decided by the Council.

The registered office of the Institute shall not be changed without the prior approval of the Registrar of Societies.

### **ARTICLE II – OBJECTS**

1. To serve as the National Organisation for persons concerned with or involved or interested in Human Resource Management.
2. To foster and promote efficient and effective Human Resource Management practice, particularly to suit the Malaysian needs.
3. To encourage the study and research into the art and science of Human Resource Management and to provide the necessary facilities for its development.
4. To promote and safeguard the interests of the Institute and its members and the dignity of the profession.
5. To ensure that members adhere to the Institute’s Code of Ethics.

6. To co-operate with other organisations interested or concerned with Human Resource Management.
7. To stimulate a spirit of unity amongst members through social, cultural, educational and other activities.
8. To promote and encourage Human Resource Management, Education and Training and, for this purpose:
  - (a) To establish and maintain a Human Resource Management Training Trust to finance and subsidize courses, seminars, lecturers and other media for training and education in Human Resource Management in all its aspects, such Trust to be administered in accordance with the By-laws to be approved by the Registrar of Societies.
  - (b) To establish liaison and co-operate with Ministries, Government Departments and with educational and other appropriate Institutes or Bodies, national, international and otherwise concerned with or interested in Human Resource Development and to seek affiliation with such appropriate Institutes or Bodies.
9. To provide Human Resource Management services, and to act as agent and/or in such manner as necessary, in the recruitment of employees for members and other organizations, subject to the prior approval of the appropriate Ministries.
10. To provide professional consultation services, and to act in such manner and capacity as necessary, in the field of Human Resource Management.
11. To incorporate and operate a Company duly registered with the Registrar of Companies to facilitate and promote items 8, 9 and 10 of Article II – Objects of the Constitution.

#### ARTICLE III – INTERPRETATION

1. Unless otherwise qualified, words or phrases used herein shall be construed as follows:

- (a) "HUMAN RESOURCE MANAGEMENT" is the philosophy, policies, procedures and practices related to the strategic and coherence management of people within an organisation encompassing, selection, development, training, compensation, integration and employee relations for the purpose of contributing towards the attainment and enhancement of societal, organisation, human potential goals and quality of life.
  - (b) "INSTITUTE" means the Malaysian Institute of Human Resource Management.
  - (c) "CONSTITUTION" means the Constitution of the Institute.
  - (d) "THE COUNCIL" means the Administrative Body of the Institute under Article 6 herein.
  - (e) "YEAR" means calendar year.
  - (f) Words purporting singularity or masculine gender shall include plurality or the female gender respectively and vice versa.
2. Where the Constitution does not expressly provide for any question, the Council shall have the power to interpret or determine and exercise its discretion and any decision made shall be valid unless otherwise rescinded at a General Meeting.

#### ARTICLE IV – MEMBERSHIP

##### 1. TYPES OF MEMBERSHIP

The type of membership of the Institute shall be as follows:

- (a) Affiliate Member
- (b) Student Chapter
- (c) Associates Member
- (d) Ordinary Member
- (e) Life Member
- (f) Court of Fellows
- (g) Honorary Member
- (h) Organisational Member

### 1.1 AFFILIATE MEMBER

Any member who supports the objects of the Institute or who is interested in but not directly concerned with or involved in Human Resource in the ordinary course of his profession of employment.

### 1.2 STUDENT CHAPTER

Student Chapter be formed in institutions of higher learning and membership is for students studying in the field of Human Resources Management and complying with the University and College Act.

### 1.3 ASSOCIATE MEMBER

To be eligible for Associate membership, a person must be concerned with or involved in Human Resource Management in the ordinary course of his profession, employment or post-graduate studies in an executive, academic or advisory capacity as acceptable to the Council.

“An Associate Member shall be issued with an Associate Membership Certificate and shall be entitled to use the designation “Associate Member of the Malaysian Institute of Human Resource Management (AMIHRM)”.

### 1.4 ORDINARY MEMBER

- (a) To qualify for Ordinary Membership, a person must have been an Associate member for not less than 2 years or passed the Institute’s prescribed examinations.
- (b) Notwithstanding clause 1.3(a) above, the Council may take into consideration such factors age, experience, qualifications and position of the applicant in Human Resource Management and admit him as an Ordinary Member.



- (c) Any person who has been conferred Fellowship by the Council shall continue to be an Ordinary Member.
- (d) An Ordinary Member shall be issued with an Ordinary Membership Certificate and shall be entitled to use the designation “Member of the Malaysian Institute of Human Resource Management (MMIHRM)”.

#### 1.5 LIFE MEMBER

Any person who is an Ordinary Member may apply to become a Life Member by paying a one time prescribed fee of RM1,000.00 and no further subscription is payable thereafter.

#### 1.6 COURT OF FELLOWS

- (a) The Council is empowered to confer Fellowship upon Ordinary Member who has achieved eminence or has distinguished himself by contributing to the body of knowledge relating to Human Resource Management.
- (b) Nomination for Fellowship shall be made by not less than 2 members of the Council. The decision by the Council to confer Fellowship must be with the approval of not less than two third of the Council Membership.
- (c) The number of Fellows to be conferred in any one calendar year shall be limited to not more than 3 and the total number shall be limited to 30 at any one time.
- (d) The Fellow shall be issued with the Fellowship Certificate and entitled to use the designation “Fellow of the Malaysian Institute of Human Resource Management (FMIHRM)”.
- (e) The Fellows shall collectively constitute the Court of Fellows. They shall among themselves elect a committee comprising a Chairman, a Secretary and 3 other Committee Members to coordinate on matter of interest to the Fellows. The Court of Fellows will meet as and when required.

- (f) The Court of Fellows will not be vested with executive authority and shall entirely be in an advisory capacity to the Council.
- (g) The Council may invite nominations for 2 representatives from the Court of Fellows to attend Council Meetings in advisory capacity.
- (h) The Council shall inform the Court of Fellows of any nominations for Fellows before the appointment by the Council.
- (i) A Fellow shall not ordinarily serve in the Council.

## 1.7 HONORARY MEMBERS

- (a) Honorary Membership shall be conferred by the Institute on any person who had rendered distinguished service to the Institute and/or the nation.
- (b) Proposals of a person for Honorary Membership may be made by the Council and such person shall be elected at a General Meeting, the agenda of which shall specify the election of such person.
- (c) A person conferred with Honorary Membership shall not be required to pay entrance Fee and annual subscription.
- (d) An Honorary member shall be issued with an Honorary Membership Certificate.

## 2. RIGHTS OF MEMBERS

### 2.1 Associate, Ordinary and Life Members shall have the right :

- (a) To propose or second an application for Affiliate or Associate or Ordinary Membership, nominate or second a candidate for election and stand for elections.

- (b) To speak and vote at General Meetings of the Institute.
- (c) To such other privileges as may be decided at General Meetings of the Institute.

2.2 Affiliate and Student Chapter Members shall :

- (a) Have all rights and privileges of Associate or Ordinary Membership shall except the right to propose or second an applicant for Affiliate or Student Chapter Member or Associate or Ordinary Membership or second a candidate for election and to stand for elections.
- (b) Not have the right to vote at General Meetings of the Institute.

2.3 Organisation Members shall :

- (a) Have the right to be represented by a duly authorised representative at General Meetings of the Institute.
- (b) Have the right to propose or second an applicant for membership with the Institute or to nominate or second a candidate for election or to stand for election.
- (c) Have the right to vote at General Meetings of the Institute.
- (d) Have the rights to such privileges as may be decided at General Meetings of the Institute.

3. RESIGNATION

Any member may resign his membership by giving to Honorary General Secretary notice in writing to this effect and paying all monies due to the Institute.

4. DISCIPLINE

- 4.1 The Council may suspend a member for such period as it shall determine or expel a member under the following circumstances: -

- (a) If he is convicted of a criminal offence which in the opinion of the Council is of a serious nature.
- (b) If he has conducted himself in such a manner which in the opinion of the Council is prejudicial to the interests of the Institute and/or injurious to its reputation or to the profession.

4.2 No member shall be suspended or expelled on disciplinary grounds under Clause 4.1 above unless he has been given an opportunity to present his case before a Board of Inquiry appointed by the Council. The Board of Inquiry shall constitute members of the Institute other than members of the Council. The Member may call and cross-examine witnesses.

4.3 The Council shall, through the Honorary General Secretary, notify in writing to such member of its decision to suspend or expel him from membership.

4.4 The name of any person who has been suspended or expelled from membership shall be struck off from the Roll of Members.

4.5 A member who has been suspended or expelled shall have the right to appeal at the General Meeting of the Institute which decision shall be final and shall not be challenged in any Court of Law. Notice for such an appeal shall be submitted to the Honorary General Secretary at least 21 days before the General Meeting.

## 5. REINSTATEMENT OF MEMBERS

(a) A member who has been removed from the Roll of Members may after one year from such removal apply to the Council for reinstatement and such person may be reinstated conditionally or unconditionally as the Council may in its discretion decide. The Council shall not be bound to assign any reason for its refusal to reinstate him.

(b) A member whose name has been struck off from the Roll of Members only by reason of being in arrears of subscription may at any time apply to the Council for reinstatement to the Roll of Members and the Council may in its discretion reinstate him

provided that he has paid his annual subscription for the year together with an additional year's subscriptions as penalty.

## 6. OBLIGATION OF MEMBERS

All members of the Institute shall abide by the provisions of the Constitution and shall uphold the good name of the profession and refrain from acting in any way inconsistent with the objects of the Institute.

## ARTICLE V – ENTRANCE FEE AND SUBSCRIPTIONS

### 1. APPLICATIONS

- (a) Applications for Membership shall be made on the prescribed forms accompanied by the entrance fee and subscriptions.

### 2. SUBSCRIPTIONS

- (a) The yearly subscriptions which are payable in advance shall be RM40.00 for Affiliate Members, RM75.00 for Associate Members, RM100.00 for Ordinary Members and Fellows. The yearly subscriptions shall be prorated for a new member based on the months of membership in which the membership is approved.
- (b) A Student Chapter Member shall pay a one-time RM40.00 for the duration of their study.
- (c) A person shall qualify for membership and have his name entered in the Roll of Members only after his application has been approved by the Council and his subscription fully paid.
- (d) The Annual subscriptions for Organisation Members shall be determined according to the size of the employees of the Organisation as follows:

Number of Employees	Subscription
Up to 500	RM300.00
501 to 1,000	RM450.00
1,001 to 1,500	RM600.00

1,501 to 2,000	RM750.00
2,001 to above	RM1,000.00

- (e) Annual subscription shall become due and payable on 1<sup>st</sup> January of each year.

### 3. ARREARS OF SUBSCRIPTIONS

- (a) A member who has not paid his subscription for a particular year by 1<sup>st</sup> July shall cease to be a member and his name shall be struck off from the Role of Members.
- (b) No member who is in arrears of subscription shall be eligible to propose or second an application for membership, nominate or second a candidate for election, stand for election, nor vote at any General Meetings of the Institute.

## ARTICLE VI – ADMINISTRATION

1.1 The Council which shall be responsible for the Institute’s Administration shall be elected biennially at the Annual General Meeting and shall consist of the following :

- (a) The President
- (b) The Deputy President
- (c) Two Vice Presidents :
- Vice President – Business advisory
- Vice President – Membership Ethics and Services
- (d) The Honorary General Secretary
- (e) The Assistant Honorary General Secretary
- (f) The Honorary General Treasurer
- (g) Five other Council Members
- (h) The Chairman or Vice Chairman or Secretary of each Branch
- (i) Four Co-opted Members

Provided that positions (h) and (i) are not subject to election at the biennial Annual General Meeting.

1.2 The Executive Secretary shall be an ex-officio of the Institute.

- 1.3 The Council at its discretion is empowered to co-opt not more than four Ordinary or Associate Members who shall not have voting rights at Council Meetings.

All members of the Council except co-opted members and every other officer performing executive functions in the Institute shall be Malaysian Citizens.

## 2. CANDIDATES FOR ELECTION TO COUNCIL

Candidate for election to the Council shall be proposed and seconded by members who have voting rights of the Institute at the Annual General Meeting.

## 3. RESPONSIBILITY OF COUNCIL

- 3.1 The Council which shall be responsible for carrying out the objects of the Institute may :

- (a) Appoint such members with voting rights as may be required to fill any vacancy in the Council to serve until the Next Annual General Meeting;
- (b) Appoint ad hoc or Sub-Committees with such powers and duties as the Council may determine;
- (c) Invite or permit any person to be present or to participate at such meeting provided that such person shall not have the right to vote;
- (d) Appoint MIPM Sdn. Bhd. to oversee the performance and activities of the branches.

- 3.2 The Council may appoint an External Auditor to audit the Institute's or Branch's accounts.

## 4. RE-ELECTION TO THE COUNCIL

A member of the Council may be re-elected to any designated position as per Clause 1.1(a) – 1.1(g) above.

## 5. COUNCIL MEETINGS

- 5.1 The Council shall meet at least once in two months.
- 5.2 Council Meetings shall be convened by the Hon. General Secretary at the request of the President or of at least five members of the Council.
- 5.3 Notice of such meetings shall be given by the Honorary General Secretary and shall not be less than seven calendar days unless it is so called on an emergency basis.
- 5.4 The quorum shall not be less than one-half of the number of members in the Council.
- 5.5 Any Council member who absents himself from three successive meetings without explanation shall be deemed to have ceased to be a member of the Council, provided that if at the fourth meeting, a written explanation for his absence is submitted, the Council may by a simple majority vote decide whether or not the absent member shall be reinstated in the Council.
- 5.6 Decisions shall be by simple majority votes except when taking a decision on the Conferment of a Fellowship as provided under Article 4.

## ARTICLE VII – BRANCHES, MANAGEMENT AND ADMINISTRATION

1. The Council may authorise the formation of a Branch where it deems feasible for the purpose of implementing any or all of the objectives mentioned herein under Article II at regional level provided always:
  - (a) that the formation of the Branch is requested by at least 25 Ordinary / Associate Members residing at the moment in the region where the Branch is proposed, or
  - (b) that the Council deems it desirable and that it is satisfied that at least 25 Ordinary / Associate Members could be found in the proposed region to run the Branch.



(c) that the prior approval of the Registrar of Societies is obtained.

## 2. BRANCH MEMBERSHIP

2.1 The membership of a Branch shall comprise the members of the Institute residing at the moment in the region of the Branch and allocated by the Council.

2.2 A member thus allocated by the Council shall be duly informed.

2.3 A member of any Branch may be re-allocated by the Council to another Branch or to the Institute's national membership by virtue of any of the following reasons:

(a) when a member moves to a new area of considerable distance from his Branch.

(b) when a Branch ceases to function.

2.4 A member of any Branch ceases to be a member when he ceases to be a member of the Institute.

## 3. BRANCH MANAGEMENT

3.1 A branch shall be managed by a Branch Committee comprising of the following who shall be elected at the Branch Annual General Meeting :

(a) A Branch Chairman

(b) A Branch Vice-Chairman

(c) A Branch Honorary Secretary

(d) A Branch Honorary Treasurer

(e) Three Committee Members

3.2 The Branch Committee shall comprise of Ordinary or Associate Members of the Institute and shall be elected by the Branch Annual General Meeting to hold office for duration of one year and may be re-elected to office.

- 3.3 Where necessary the Branch Committee may co-opt two additional members into the Committee whose terms of office shall terminate at the same time as the elected Branch Committee.
- 3.4 Unless otherwise specified in the Institute's Constitution, a Branch shall be run in the same manner as the Institute and all rules pertaining to the running of the Institute shall be made applicable to the Branch, and where rules become repugnant in subject and context the directives of the Council shall be sought and such directives given or issued thereby shall be construed as standing rules of the Branch.
- 3.5 The functions and authority of the Branch Committee shall be guided by the same rules governing the Council in so far as they are applicable to the Management of the Branch and subject to the provision under Clause 3.4 above.
- 3.6 The Branch Committee shall be responsible to the Council for the proper running of the Branch and shall submit within two (2) weeks after Branch Committee Meeting copies of all Minutes of Meetings and Statements of Account to the Council.
- 3.7 The Branch shall be represented at all General Meetings of the Institute and shall be allowed to participate in all discussions but shall have no voting right as such, except as members of the Institute holding such right.
- 3.8 Two Branch Honorary Auditors who shall be members of the Institute shall be elected at the Branch Annual General Meeting to hold office for a period of one year and may be re-elected to office.

#### 4. BRANCH FUNDS

- 4.1 The Branch shall derive its funds from :
  - (a) an annual allocation the amount of which shall be at discretion of the Council.
  - (b) a special project grant made by the Council.
  - (c) contributions made directly to the Branch.

- 4.2 The Branch funds shall be part of the common assets of the Institute and it shall be the responsibility of the Branch Committee to provide quarterly accounts to the Council.
- 4.3 Except where it is provided in the annual estimate of expenditure, no financial commitment shall be incurred by a Branch without the prior express approval of the Council.
- 4.4 The Annual Statement of Accounts of a Branch, which is duly audited and endorsed by the Branch Auditors, shall be submitted to the Council not later than January each year for inclusion in the final Statement of Accounts of the Institute for presentation at the Annual General Meeting of the Institute.

## 5. BRANCH GENERAL MEETING

### 5.1 Branch Annual General Meeting

The Annual General Meeting of a Branch shall be held not later than the month of March each year and all matters to be brought for discussion at the Annual General Meeting of the Branch shall be submitted not later than ten (10) days before the date of the Annual General Meeting of the Branch. Notice of the Branch Annual Meeting and audited statement of accounts shall be issued to members not less than seven (7) days before the date of the meeting.

### 5.2 Branch Extra-Ordinary General Meeting

Notice of a Branch Extra-Ordinary General Meeting shall be sent to members not less than seven (7) days before the date of the meeting. Only the objects for which the Extra-Ordinary General Meeting is called shall be on the Agenda.

### 5.3 Quorum for Branch General Meeting

The quorum for an Annual or Extra-Ordinary General Meeting of the Branch shall be one-half of the total Branch membership or twice the number of Branch Committee members, whichever is lesser.

#### 5.4 Reconvening of Branch General Meeting

Where a Branch Annual General Meeting or Extra-Ordinary Meeting is postponed for reason of insufficient quorum, it shall be reconvened within one (1) month of the date of the postponement and such reconvened meeting shall have those present as its quorum.

#### 5.5 Branch Committee Meeting

Notice of a Branch Committee Meeting shall be given by the Branch Chairman or Branch Hon. Secretary at least seven (7) clear days before the meeting. The quorum for such meetings shall be one-half of the total number of Committee members.

#### 5.6 Suspension of a Branch

The Council may in the interest of the Institute suspend a Branch Committee for just cause or reasonable excuse for such period as the Council may determine. During the period of suspension, the Council may directly administer or appoint an interim committee to administer the activities and affairs of a suspended Branch. However, before any suspension is initiated, the Branch Committee will be given an opportunity to present and defend its case.

### 6. DISSOLUTION OF BRANCH

#### 6.1 A Branch may be dissolved by :

- (a) the agreement of at least two-thirds of the total voting membership of a Branch by resolution adopted at an Extra-Ordinary General Meeting held for that specific purpose.
- (b) a resolution of the Council.
- (c) a resolution passed at a General Meeting to dissolve the Institute.

#### 6.2 A Branch dissolved under 6.1 (b) may appeal to the General Meeting of the Institute and the decision of the General Meeting shall be final. Notwithstanding such appeal, the order of dissolution by the Council shall

be operative until set aside, and in such circumstances, the Council may appoint from among its members a caretakers Committee to deal with the affairs of the Branch pending the hearing of the appeal.

6.3 The Council or an ad-hoc Committee appointed by the Council shall wind up the affairs of the dissolved Branch.

## 7. DUTIES AND POWERS OF BRANCH OFFICERS

### 7.1 Branch Chairman

The Branch Chairman shall have the right to call all Branch Committee Meetings and to chair the Branch Committee Meetings.

### 7.2 Branch Vice Chairman

- (a) In the absence of the Branch Chairman, all his duties, powers and responsibilities shall be devolved upon the Branch Vice Chairman.
- (b) In the absence of the Branch Chairman and the Branch Vice Chairman, the Branch Committee may elect a person from amongst its Members to act as Branch Chairman for the purpose of chairing the Branch Committee Meeting.

### 7.3 Branch Honorary Secretary

The Branch Honorary Secretary shall :

- (a) be responsible for convening all Branch, General and Committee Meeting.
- (b) have charge of the Branch records and conduct the correspondence of the Branch.
- (c) keep Minutes of all Branch, General and Committee Meetings.
- (d) submit at Branch Committee Meetings any matter for discussion received from members of the Branch.

#### 7.4 Branch Honorary Treasurer

The Branch Honorary Treasurer shall :

- (a) keep all the accounts of the Branch.
- (b) sign all cheques of the Branch in conjunction with the Branch Chairman or Branch Honorary Secretary.
- (c) receive on behalf of the Branch all monies and payments due to the Branch and pay or cause to be paid into its Bank accounts within seven (7) days after receipt.
- (d) submit a quarterly Statement of Accounts to the Branch Committee and prepare a Financial report and Statement of Accounts for the financial year for the Annual General Meeting not later than February each year.

#### 7.5 Branch Committee Members

The Branch Committee Members shall perform such duties and exercise such powers as may be assigned to them by the Branch Committee or as may be directed by the Council for reasons it may deem fit in the interest of the Institute.

### ARTICLE VIII – DUTIES AND POWERS OF OFFICERS

#### 1. PRESIDENT

The President shall have the right :

- (a) to call all Council Meeting and to chair the Council and General Meetings of the Institute.
- (b) to execute or cause to be executed all decisions and resolutions of the Council.

## 2. DEPUTY PRESIDENT

- (a) In the absence of the President, all his duties, powers and responsibilities shall be devolved upon the Deputy President.
- (b) In the absence of the President and Deputy President, the Council may elect one of the Vice-Presidents to chair the Council Meeting.

## 3. VICE PRESIDENT

- (a) In the absence of the President and Deputy President, all their duties, powers and responsibilities shall be devolved upon one of the Vice Presidents elected as may be determined by the Council.
- (b) In the absence of the President, Deputy President and Vice Presidents, the Council may elect a person from amongst the members present to chair the Council Meeting.

## 4. HONORARY GENERAL SECRETARY

The Honorary General Secretary shall :

- (a) be responsible for convening all General and Council Meetings of the Institute.
- (b) have charge of the Institute's records and conduct the correspondence of the Institute.
- (c) keep minutes of all General and Council Meetings.
- (d) submit at Council Meetings any matter for discussion received from members of the Institute.
- (e) keep up-to-date the Roll of Members.
- (f) submit the records of the Institute for inspection by any member of the Institute provided that such member gives seven (7) clear days notice in writing of his intention.

- (g) prepare and submit or cause to be prepared and submitted on behalf of the Council an Annual Report with the Statement of Accounts of the Institute at the Annual General Meeting.
- (h) in the event of the Council going out of office before the completion of its term, the Hon. General Secretary of the outgoing Council shall submit on its behalf to the Hon. General Secretary of the in-coming Council within four (4) weeks a report covering its period of office.

#### 5. ASSISTANT HONORARY GENERAL SECRETARY

The Assistant Hon. General Secretary shall :

- (a) assist the Hon. General Secretary in the performance of his duties or
- (b) in the absence of the Hon. General Secretary, assume his duties or
- (c) succeed the Hon. General Secretary should the position become vacant for the currency of the term.

#### 6. HONORARY GENERAL TREASURER

The Honorary General Treasurer shall :

- (a) keep all accounts of the Institute.
- (b) sign all cheques of the Institute in conjunction with the President or Honorary General Secretary of the Institute.
- (c) receive on behalf of the Institute all monies and payments due to the Institute and pay or cause to be paid into its bank accounts within seven (7) working days after receipt.
- (d) hold an amount of petty cash to be determined by the Council.
- (e) submit a quarterly Statement of Accounts to the Council and prepare a Financial Report and Statement of Accounts for the



financial year for the Annual General Meeting to be audited at least four (4) weeks before the Meeting.

- (f) keep a record of all members in arrears of subscriptions or other monies due to the Institute and shall be responsible for sending reminders to such members.

## 7. COUNCIL MEMBERS

The Council Members shall perform such duties and exercise such power as may be assigned to them by the Council.

## 8. VACANCIES IN THE COUNCIL

8.1 The Council may co-opt such Associate, Ordinary or Life Members as may be needed to fill any vacancy in the Council to serve until the next Annual General Meeting.

8.2 The Chairman appointed by the Council in any ad-hoc or Sub-Committee may have the power to co-opt any members.

## 9. HONORARY AUDITORS

9.1 Two (2) Honorary Auditors who shall be members of the Institute shall be elected at the Biennial General Meeting to hold office for a period of two (2) years and shall be eligible for re-election.

9.2 The Honorary Auditors shall audit and endorse the accuracy of the accounts of the Institute at the end of each financial year or at such time the Council may decide.

9.3 In the event of a vacancy occurring in the post of Honorary Auditors during the year, the Council shall have the power to fill the vacancy until the next election.

## ARTICLE IX – FINANCE

1. The Financial year of the Institute shall be 1<sup>st</sup> January to 31<sup>st</sup> December of each year.

2. The funds of the Institute shall be deposited in one or more Banks as decided by the Council.
3. The President and Honorary General Secretary together shall have the power to verify, decide and authorize payment of expenditure amounting to not more than RM50,000.00 for any single transaction. Any expenditure exceeding RM50,000.00 must be approved by the Council.
4. The Institute may obtain an overdraft facility or loan or such financial arrangements as may be necessary in the interest of the Institute with one or more Banks. The decision for such overdraft facility or loan or such financial arrangements shall be by a resolution duly approved at the General Meeting.

#### ARTICLE X – GENERAL MEETING

##### 1. ANNUAL GENERAL MEETING

- 1.1 The Annual General Meeting of the Institute shall be convened by the Honorary General Secretary and shall be held not later than the month of May each year.
- 1.2 Notice of the Annual General Meeting and audited Statement of Accounts shall be issued to members not less than 14 days before the date of the meeting.
- 1.3 The Agenda for the Annual General Meeting shall be :
  - (a) To receive an Annual Report of the Institute.
  - (b) To approve the audited Statement of Accounts for the preceding financial year.
  - (c) To elect members to the Council once in every two (2) years.
  - (d) To elect the Honorary Auditors once in every two (2) years.

- (e) To deal with any other matter which the Council deems necessary or which any member may submit for which a notice in writing of at least ten (10) days before the meeting has been given to the Honorary General Secretary.

## 2. EXTRA-ORDINARY GENERAL MEETING

- 2.1 An Extra-Ordinary General Meeting may be convened by the Honorary General Secretary whenever the Council deems necessary or when requested by at least one fourth of the total members in benefit or 25 voting members whichever is the lesser in writing giving reasons for such a request. Such a meeting shall be held within one month of receipt of request.
- 2.2 Notice of an Extra-Ordinary General Meeting shall be sent to members not less than 7 days before the date of meeting.
- 2.3 Only the objects for which the Extra-Ordinary General Meeting is called shall be on the Agenda.

## 3. QUORUM AT GENERAL MEETING

At least one half of the total membership in benefit or 25 voting members whichever is the lesser shall form a quorum at an Annual or Extra-Ordinary General Meeting.

## 4. RECONVENING OF GENERAL MEETING

Where an Annual General Meeting or Extra-Ordinary General Meeting is postponed for reason of insufficient quorum, it shall be reconvened within one month of the date of the postponement and such reconvened meeting shall have those present as its quorum. However, such meeting shall not have power to amend the Institute's constitution or make decisions affecting the general membership.

## 5. ATTENDING AND VOTING

- 5.1 All members shall be entitled to attend and speak at General Meetings of the Institute.

- 5.2 Only Associate, Ordinary and Life Members and Fellows whose subscriptions are not in arrears as at the date of General Meeting, shall be eligible to vote.
- 5.3 All voting shall be by show of hands.
- 5.4 Any motion at the General Meeting shall be by a simple majority vote.

#### ARTICLE XI – AMENDMENTS TO THE CONSTITUTION

1. Any amendments to the Constitution shall be made only at any Annual General Meeting or at an Extra-Ordinary General Meeting.
2. Any member, except an Affiliate Member may propose or second in writing any amendment to the Constitution to be submitted to the Honorary General Secretary at least 28 days before the General Meeting. These proposed amendments shall be referred to the Council for its recommendations.
3. Any amendments to the Constitution shall be carried by 50 voting members present or by two-third majority vote of members present whichever is the greater and shall take effect from the date of approval by the Registrar of Societies.
4. Any amendment to the Constitution shall be submitted to the Registrar of Societies within 28 days from the date of its being approved.

#### ARTICLE XII – NIL

NIL

#### ARTICLE XIII – GENERAL

##### 1. PRESS AND PUBLIC STATEMENT

All press and public statements for and on behalf of the Institute shall be made by the President or the Honorary General Secretary or such other member as may be authorized by the Council.

## 2. DISSOLUTION

- 2.1 The Institute may only be dissolved with the agreement of at least two-thirds of the total voting membership by resolution adopted at an Extra-Ordinary General Meeting held for that specific purpose.
- 2.2 In the event of the Institute being dissolved as provided above, all debts and liabilities lawfully incurred on behalf of the Institute shall be fully discharged, and the remaining funds or other assets shall be disposed of in accordance with the decisions of the General Meeting.
- 2.3 Notice of Dissolution shall be given to the Registrar of Societies by the Honorary General Secretary of the last Council within seven (7) days of passage of the resolution at the Extra-Ordinary General Meeting.

## 3. PROHIBITION

- 3.1 The Institute shall not engage in any trade union or political activities nor allow its funds or premises to be used for such purposes.
- 3.2 Gaming in any form is strictly prohibited in the premises of the Institute.
- 3.3 The Institute may seek affiliation with any society established within and outside Malaysia by resolution duly adopted by the Council.

## 4. TRUSTEES

- 4.1 Three Trustees, who must be Malaysians over 21 years of age, shall be appointed at a General Meeting and shall hold office at the pleasure of the Institute. They shall have vested in them all immovable property or investment belonging to the Institute upon execution of a Deed of Trust.
- 4.2 The Trustees shall not remove, assign, transfer, mortgage or dispose in whatsoever manner immovable property or investment of the Institute without the prior express consent and authority of the majority of the members at a General Meeting.
- 4.3 A Trustee may be removed from office by a resolution at a General Meeting on the grounds of ill health, unsoundness of mind, absence from

the country or for any other reason which renders him unable to do or perform his duties satisfactorily. In the event of the death, resignation or removal of a Trustee, the vacancy shall be filled by a new Trustee appointed by the General Meeting.

Petaling Jaya, 2019

This updated MIHRM Constitution has been reprinted pursuant to the amendments made during the MIHRM 44th AGM conducted on 25<sup>th</sup> May 2019 (as per the 44th MIHRM AGM minutes by the Hon. General Secretary).